

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

FRANK D. SEINFELD,	)	
	)	
Plaintiff,	)	
	)	
v.	)	C. A. No. 05-298-JJF
	)	
CRAIG R. BARRETT, CHARLENE	)	
BARSHEFSKY, E. JOHN P. BROWNE,	)	
D. JAMES GUZY, REED E. HUNDT,	)	<b><u>PUBLIC VERSION</u></b>
PAUL S. OTELLINI, DAVID S. POTTRUCK,	)	
JANE E. SHAW, JOHN L. THORNTON,	)	
DAVID B. YOFFIE, ANREW S. GROVE,	)	
and INTEL CORPORATION,	)	
	)	
Defendants.	)	

**DECLARATION OF CARY I. KLAFTER  
IN SUPPORT OF DEFENDANTS' OPPOSITION  
TO MOTION FOR SUMMARY JUDGMENT**

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Attorneys for Defendants

Dated: July 25, 2005  
Public Version dated: August 1, 2005

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

FRANK D. SEINFELD,	)	
	)	
Plaintiff,	)	
	)	
vs.	)	Case No.: 05-298 (JJF)
	)	
CRAIG R. BARRETT, CHARLENE	)	
BARSHIEFSKY, E. JOHN P. BROWNE,	)	Jury Trial Demanded
D. JAMES GUZY, REED E. HUNDT,	)	
PAUL S. OTELLINI, DAVID S. POTTRUCK,	)	
JANE E. SHAW, JOHN L. THORNTON,	)	
DAVID B. YOFFIE, ANDREW S. GROVE, and	)	
INTEL CORPORATION,	)	
	)	
Defendants.	)	

**DECLARATION OF CARY I. KLAFTER IN SUPPORT OF  
DEFENDANTS' OPPOSITION TO MOTION FOR SUMMARY JUDGMENT**

I, Cary I. Klafter, declare as follows:

1. I have personal knowledge of the facts stated in this declaration and, if called as a witness, I could and would testify competently to those facts.

**Background**

2. I am, and since 2003, have been, Vice President of Legal and Government Affairs, Director of Corporate Affairs, and the Corporate Secretary for Intel Corporation ("Intel" or "the Company"). I am one of the Intel employees responsible for overseeing Intel's filings with the Securities and Exchange Commission ("SEC"). I also have responsibility for legal support for corporate governance matters and coordinating the activities of the Company's Board of Directors

3. I have been a director, and I am currently chairman of the Public Company Affairs Committee, of the Society of Corporate Secretaries and Governance Professionals. Prior

to joining Intel in 1996, I was an associate and partner in the law firm of Morrison and Foerster from 1972 to 1996.

4. I received a law degree from the University of Chicago Law School in 1972. I also earned a master's degree in 1971 in criminal justice administration and a bachelor's degree in 1968 in political science from Michigan State University.

**REDACTED**

**The Team Responsible for the 2005 Proxy Statement**

**REDACTED**

REDACTED

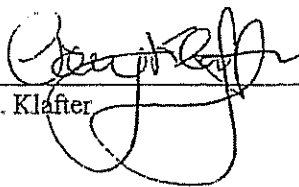
The Timeline for Preparation of the 2005 Proxy Statement

REDACTED

REDACTED

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

July 20, 2005

  
Cary I. Klaffer

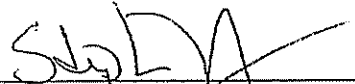
IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

CERTIFICATE OF SERVICE

I do hereby certify that, on July 25, 2005, the within document was filed under seal with the Clerk of Court using CM/ECF which will send notification of such filing to the following; that the document was served on the following counsel as indicated; and that the document is available for viewing and downloading from CM/ECF.

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**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

**CERTIFICATE OF SERVICE**

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